

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Obj. Deadline: February 27, 2023 at 4:00 p.m. ET

**FIRST MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL LLP AS
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM NOVEMBER 12, 2022 THROUGH AND INCLUDING NOVEMBER 30, 2022**

Name of Applicant	Sullivan & Cromwell LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	January 20, 2023 <i>nunc pro tunc</i> to November 11, 2022
Period for which compensation and reimbursement is sought:	November 12, 2022 through November 30, 2022
Amount of Compensation sought as actual, reasonable and necessary:	\$9,529,535.50
80% of Compensation sought as actual, reasonable and necessary:	\$7,623,628.41
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$105,053.32

This is a(n) ☒ monthly ____ interim ____ final application. No prior application has been filed with respect to this Fee Period.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

SUMMARY OF BILLING BY PROFESSIONAL
NOVEMBER 12, 2022 THROUGH AND INCLUDING NOVEMBER 30, 2022

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Bander, Jeannette E.	Partner	2012	2011	\$2,030.00	32.10	\$65,163.00
Beatty, Chris	Partner	2005	2004	\$2,165.00	38.50	\$83,352.50
Birke, Max	Partner	2000	1999	\$2,165.00	16.50	\$35,722.50
Bromley, James L.	Partner	1990	1989	\$1,083.00**	2.50	\$2,707.50
Bromley, James L.	Partner	1990	1989	\$2,165.00	176.30	\$381,689.50
Cohen, Audra D.	Partner	1993	1992	\$2,165.00	92.60	\$200,479.00
Croke, Jacob M.	Partner	2011	2010	\$2,135.00	265.30	\$566,415.50
de Vito Piscicelli, Oderisio	Partner	1998	1997	\$2,165.00	49.60	\$107,384.00
Dietderich, Andrew G.	Partner	1997	1995	\$1,083.00**	5.00	\$5,415.00
Dietderich, Andrew G.	Partner	1997	1995	\$2,165.00	214.80	\$465,042.00
Dunne, Christopher J.	Partner	2006	2005	\$2,165.00	13.50	\$29,227.50
Ehrenberg, Stephen	Partner	2003	2002	\$2,165.00	51.50	\$111,497.50
Eitel, Mitchell S.	Partner	1988	1987	\$2,165.00	30.80	\$66,682.00
Friedlander, Nicole	Partner	2002	2001	\$2,165.00	134.80	\$291,842.00
Glueckstein, Brian D.	Partner	2004	2003	\$2,165.00	221.40	\$479,331.00
Hamilton, Brian E.	Partner	1999	1998	\$2,165.00	11.80	\$25,547.00
Hariton, David P.	Partner	1986	1985	\$2,165.00	53.60	\$116,044.00
Hatano, Keiji	Partner	2000	2000	\$2,165.00	42.20	\$91,363.00
Howard, Christopher J.	Partner	2000	1991	\$2,165.00	41.80	\$90,497.00
Jones Jr., Waldo D.	Partner	1991	1990	\$2,165.00	1.30	\$2,814.50
Levin, Sharon Cohen	Partner	1985	1985	\$2,165.00	3.90	\$8,443.50
Lewis, Anthony J.	Partner	2004	2003	\$2,135.00	166.50	\$355,477.50
Lloyd, Colin D.	Partner	2008	2007	\$2,165.00	21.30	\$46,114.50
Lloyd, Jameson S.	Partner	2014	2013	\$1,595.00	21.10	\$33,654.50
McArthur, Kathleen S.	Partner	2008	2007	\$2,165.00	6.20	\$13,423.00
McDonald, James M.	Partner	2008	2007	\$1,083.00**	4.00	\$4,332.00
McDonald, James M.	Partner	2008	2007	\$2,165.00	134.30	\$290,759.50
Menillo, Nicholas F.	Partner	2013	2012	\$1,850.00	71.80	\$132,830.00
Peikin, Steven R.	Partner	1992	1991	\$1,083.00**	5.00	\$5,415.00
Peikin, Steven R.	Partner	1992	1991	\$2,165.00	50.50	\$109,332.50
Porpora, Matthew J.	Partner	2006	2005	\$2,165.00	6.80	\$14,722.00
Salley, Stephen M.	Partner	2010	2009	\$2,165.00	13.00	\$28,145.00
Simmons, Rebecca J.	Partner	1992	1991	\$2,165.00	2.00	\$4,330.00
Simpson, Evan S.	Partner	2011	2010	\$2,135.00	110.90	\$236,771.50
Wheeler, Stephanie G.	Partner	1994	1993	\$2,165.00	137.50	\$297,687.50
Woodall III, Samuel R.	Partner	2001	2001	\$2,165.00	17.00	\$36,805.00
Partner Total					2,267.70	\$4,836,459.00
Berkeley, Nick R.C.	Special Counsel	2003	2000	\$1,595.00	15.80	\$25,201.00
Kranzley, Alexa J.	Special Counsel	2009	2008	\$1,855.00	195.10	\$361,910.50
Logan, Ryan P.	Special Counsel	2007	2007	\$1,790.00	4.10	\$7,339.00
Mehta, Nirav N.	Special Counsel	2012	2011	\$1,825.00	18.00	\$32,850.00
Sedlak, Jonathan M.	Special Counsel	2005	2004	\$1,575.00	36.60	\$57,645.00
Wagener, William H.	Special Counsel	2004	2003	\$1,575.00	36.70	\$57,802.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Special Counsel Total					306.30	\$542,748.00
Xiang, Shihui	Practice Area Associate	2020	2019	\$810.00	13.50	\$10,935.00
Barnes, Grier E.	Associate	2022	2021	\$960.00	84.20	\$80,832.00
Beller, Benjamin S.	Associate	2014	2013	\$1,475.00	2.40	\$3,540.00
Bennett, Mark C.	Associate	2018	2017	\$1,395.00	4.30	\$5,998.50
Bortner, Dolan D.	Associate	in process	2022	\$775.00	51.10	\$39,602.50
Brod, Andrew B.	Associate	in process	2022	\$775.00	42.00	\$32,550.00
Chen, Linda Yao	Associate	2021	2020	\$1,205.00	67.00	\$80,735.00
Cohen, Connor S.	Associate	in process	2022	\$775.00	33.80	\$26,195.00
Costello, Dermot P.	Associate	2020	2020	\$1,205.00	20.80	\$25,064.00
Courroy, Arthur D.	Associate	in process	2022	\$775.00	67.60	\$52,390.00
Donnelly, Kathleen T.	Associate	2019	2018	\$1,365.00	133.40	\$182,091.00
Downing, Emma C.	Associate	in process	2022	\$775.00	80.60	\$62,465.00
Eze, Ugonna	Associate	2022	2021	\$960.00	41.90	\$40,224.00
Ferdinandi, Federico	Associate	2021	2019	\$1,310.00	64.10	\$83,971.00
Flegenheimer, Zoeth M.	Associate	2019	2018	\$1,365.00	133.70	\$182,500.50
Foote, Isaac S.	Associate	in process	2022	\$775.00	4.00	\$3,100.00
Friedman, Mitchell N.	Associate	2019	2018	\$1,365.00	42.80	\$58,422.00
Fulton, Sean P.	Associate	2016	2016	\$1,440.00	26.80	\$38,592.00
Gallant, Jason W.	Associate	2022	2021	\$960.00	2.30	\$2,208.00
Gambino, Dominick T.	Associate	in process	2022	\$775.00	40.10	\$31,077.50
Haase, Michael A.	Associate	2021	2017	\$1,395.00	11.00	\$15,345.00
Handelsman, Dylan M.	Associate	2019	2018	\$1,365.00	62.60	\$85,449.00
Hill, Tyler W.	Associate	2017	2016	\$1,440.00	8.40	\$12,096.00
Hisarli, M. Devin	Associate	in process	2022	\$775.00	59.80	\$46,345.00
Hodges, Christian T.	Associate	in process	2022	\$775.00	17.70	\$13,717.50
Holland, Alexander S.	Associate	2021	2020	\$1,205.00	75.70	\$91,218.50
House, Margaret S.	Associate	2022	2022	\$775.00	6.50	\$5,037.50
Jensen, Christian P.	Associate	2016	2015	\$1,475.00	34.50	\$50,887.50
Kerin, Meaghan Chas	Associate	2019	2018	\$1,365.00	85.80	\$117,117.00
Kim, HyunKyu	Associate	2022	2020	\$1,205.00	34.60	\$41,693.00
Lee, Jinny	Associate	in process	2022	\$775.00	24.90	\$19,297.50
Lee, Patrick D.	Associate	in process	2022	\$775.00	34.40	\$26,660.00
Levin, Elizabeth D.	Associate	2021	2020	\$1,205.00	3.20	\$3,856.00
Levin, Lana V.	Associate	in process	2022	\$775.00	32.60	\$25,265.00
Levine, Aaron M.	Associate	2018	2017	\$1,395.00	4.20	\$5,859.00
Ljustina, Jessica	Associate	2022	2021	\$960.00	78.50	\$75,360.00
Loh, Esther L.S.	Associate	in process	2022	\$775.00	2.60	\$2,015.00
Luu, Nam	Associate	2022	2022	\$775.00	1.60	\$1,240.00
MacDonald, Jeffrey W.	Associate	2018	2017	\$1,395.00	58.50	\$81,607.50
Mark, Colin A.	Associate	in process	2022	\$775.00	40.60	\$31,465.00
Materni, Michele C.	Associate	2017	2016	\$1,440.00	81.90	\$117,936.00
Mayberry, Keila M.	Associate	2023	2022	\$775.00	88.50	\$68,587.50
Miller, Nicole A.	Associate	in process	2022	\$775.00	22.60	\$17,515.00
Millet, Tatum E.	Associate	in process	2022	\$775.00	31.30	\$24,257.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Mishkin, Sarah H.	Associate	2019	2018	\$1,365.00	33.70	\$46,000.50
O'Hara, Daniel P.	Associate	2021	2020	\$1,205.00	58.00	\$69,890.00
Orr, Justin R.	Associate	2014	2014	\$1,475.00	6.40	\$9,440.00
Pacia, Gabrielle N.	Associate	2021	2020	\$1,205.00	5.10	\$6,145.50
Paranyuk, Julia E.	Associate	2023	2021	\$960.00	71.70	\$68,832.00
Petiford, Julie G.	Associate	2018	2017	\$698.00**	14.50	\$10,121.00
Petiford, Julie G.	Associate	2018	2017	\$1,395.00	148.50	\$207,157.50
Piazza, Walter	Associate	2021	2018	\$1,310.00	78.60	\$102,966.00
Rosenfeld, Jared H.	Associate	2019	2018	\$1,365.00	23.70	\$32,350.50
Rosenthal, Samantha B.	Associate	2022	2020	\$1,205.00	159.80	\$192,559.00
Ross, Luke W.	Associate	in process	2022	\$775.00	31.30	\$24,257.50
Ruan, Ting	Associate	in process	2022	\$775.00	53.50	\$41,462.50
Saravalle, Edoardo	Associate	in process	2022	\$775.00	42.80	\$33,170.00
Schapiro, Bella	Associate	2021	2019	\$1,310.00	7.20	\$9,432.00
Scheffer, William M.	Associate	2023	2022	\$775.00	25.90	\$20,072.50
Schutt, Robert P.	Associate	in process	2022	\$775.00	40.20	\$31,155.00
Shehada, Emile R.	Associate	in process	2022	\$775.00	21.40	\$16,585.00
Simpson, James G.	Associate	2017	2016	\$1,440.00	117.20	\$168,768.00
Stern, Corey J.	Associate	in process	2022	\$775.00	64.70	\$50,142.50
Strand, Matthew L.	Associate	2020	2020	\$1,205.00	106.60	\$128,453.00
Toobin, Adam J.	Associate	in process	2022	\$775.00	99.00	\$76,725.00
Uller, Frederik K.	Associate	2015	2013	\$1,395.00	12.30	\$17,158.50
Vickers, Michelle A.	Associate	2015	2015	\$1,475.00	20.20	\$29,795.00
Weinberg Crocco, Fabio	Associate	2017	2016	\$1,395.00	117.40	\$163,773.00
Wiltse, Aaron J.	Associate	2018	2017	\$1,395.00	18.20	\$25,389.00
Wish, Jordan M.H.	Associate	2015	2014	\$1,475.00	1.70	\$2,507.50
Wu, Mimi	Associate	2016	2015	\$1,475.00	97.20	\$143,370.00
Zhang, Naiquan	Associate	in process	2022	\$775.00	17.40	\$13,485.00
Zhao, Lilian	Associate	in process	2022	\$775.00	14.40	\$11,160.00
Zhu, Angela	Associate	2021	2020	\$1,205.00	16.60	\$20,003.00
Zonenshayn, Benjamin	Associate	in process	2022	\$775.00	65.20	\$50,530.00
Abril-Martorell García, Joaquín	Visiting Lawyer	2018	2018	\$775.00	24.80	\$19,220.00
Baek, Seungdong	Visiting Lawyer	2016	2016	\$775.00	16.50	\$12,787.50
Zhao, Jiawei	Visiting Lawyer	2016	2015	\$775.00	23.50	\$18,212.50
Chia, Vanessa	Trainee Solicitor	in process	2021	\$550.00	30.60	\$16,830.00
Necula, Gabriela	Trainee Solicitor	in process	2021	\$550.00	66.00	\$36,300.00
Associate Total					3,610.20	\$3,948,526.00
Lawyers Total					6,184.20	\$9,327,733.00
Atamian, Stepan G.	Paralegal			\$425.00	11.80	\$5,015.00
Chen, Sophia	Paralegal			\$0.00*	4.20	\$0.00
Chen, Sophia	Paralegal			\$595.00	74.10	\$44,089.50
Kim, Scott J.	Paralegal			\$595.00	2.70	\$1,606.50
Loigman, Ellie J.	Paralegal			\$530.00	11.00	\$5,830.00
Peay, Austin R.	Paralegal			\$425.00	15.50	\$6,587.50
Rosario, Dario A.	Paralegal			\$595.00	10.70	\$6,366.50

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Schlossberg, Harrison	Paralegal			\$425.00	18.50	\$7,862.50
Smusz, Nicholas	Paralegal			\$0.00*	1.00	\$0.00
Vasylyk, Natalia	Paralegal			\$425.00	2.10	\$892.50
West, Molly E.	Paralegal			\$425.00	21.80	\$9,265.00
Zhukovsky, Hannah S.	Paralegal			\$530.00	8.60	\$4,558.00
Abad, Bonifacio J.	Legal Analyst - Litigation			\$595.00	1.80	\$1,071.00
Ahmed, Fareed	Legal Analyst - Litigation			\$595.00	2.70	\$1,606.50
Arebamen, Ehi G.	Legal Analyst - Litigation			\$595.00	2.10	\$1,249.50
Baskerville, Phillip L.	Legal Analyst - Litigation			\$595.00	2.10	\$1,249.50
Dilone, Jenna	Legal Analyst - Litigation			\$595.00	1.10	\$654.50
Edwards, LaToya C.	Legal Analyst - Litigation			\$595.00	1.10	\$654.50
Flynn, Camille A.	Legal Analyst - Litigation			\$595.00	2.00	\$1,190.00
Harris-Cox, Dawn A.	Legal Analyst - Litigation			\$595.00	2.70	\$1,606.50
Hazard, Joshua M.	Legal Analyst - Litigation			\$595.00	6.00	\$3,570.00
Hewitson, Sally	Legal Analyst - Litigation			\$595.00	1.10	\$654.50
Isacoff, Nicole I.	Legal Analyst - Litigation			\$595.00	1.10	\$654.50
Jordan, Frank A.	Legal Analyst - Litigation			\$595.00	6.10	\$3,629.50
Perry, Robin	Legal Analyst - Litigation			\$595.00	3.40	\$2,023.00
Ragnanan, Nicolette S.	Legal Analyst - Litigation			\$595.00	1.00	\$595.00
Samuel, Dawn C.	Legal Analyst - Litigation			\$595.00	1.10	\$654.50
McMahon, Mary R.	Legal Analyst - Discovery			\$595.00	19.70	\$11,721.50
Dooley, Stephen P.	Electronic Discovery			\$550.00	5.20	\$2,860.00
Fanning, Carrie R.	Electronic Discovery			\$550.00	5.50	\$3,025.00
Gilday, Joseph F.	Electronic Discovery			\$550.00	47.70	\$26,235.00
Newman, Eric M.	Electronic Discovery			\$550.00	38.90	\$21,395.00
Sheikh, Faisal M.	Electronic Discovery			\$550.00	21.90	\$12,045.00

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Yim, Eileen Y. L.	Electronic Discovery			\$550.00	20.70	\$11,385.00
Non Legal Personnel Total					377.00	\$201,802.50
GRAND TOTAL					6,561.20	\$9,529,535.50

* Zero rate appears wherever no fee was charged for work.

**50% rate appears where time is charged for non-working travel.

Blended Hourly Rate: \$1,452.41

STATEMENT OF FEES BY PROJECT CATEGORY
NOVEMBER 12, 2022 THROUGH AND INCLUDING NOVEMBER 30, 2022²

Project Name	Hours	Fee Amount
ASSET ANALYSIS AND RECOVERY	916.70	\$1,607,155.00
ASSET DISPOSITION	999.20	\$1,293,806.00
ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS	-	\$0.00
AVOIDANCE ACTION ANALYSIS	-	\$0.00
BUSINESS OPERATIONS	16.50	\$29,928.00
CASE ADMINISTRATION	261.10	\$410,230.50
CLAIMS ADMINISTRATION AND OBJECTIONS	-	\$0.00
CORPORATE GOVERNANCE AND BOARD MATTERS	742.30	\$1,011,249.50
EMPLOYEE BENEFITS AND PENSIONS	29.60	\$36,732.00
EMPLOYMENT AND FEE APPLICATIONS (S&C)	155.50	\$172,961.00
EMPLOYMENT AND FEE APPLICATIONS (OTHERS)	67.60	\$115,997.50
FINANCING AND CASH COLLATERAL	18.80	\$34,477.00
OTHER LITIGATION	117.30	\$188,874.50
MEETINGS AND COMMUNICATIONS WITH CREDITORS	1.50	\$3,040.50
NON-WORKING TRAVEL	31.00	\$27,990.50
PLAN AND DISCLOSURE STATEMENT	-	\$0.00
RELIEF FROM STAY AND ADEQUATE PROTECTION	12.90	\$21,053.00
TAX	80.50	\$136,389.50
VALUATION	-	\$0.00
DISCOVERY	485.80	\$484,427.00
HEARINGS	23.10	\$45,924.50
FIRST AND SECOND DAY MOTIONS	1,131.50	\$1,556,688.50
CLAIMS INVESTIGATION	2.90	\$2,963.50
GENERAL INVESTIGATION	702.30	\$1,121,922.50
SCHEDULES, SOFAS AND REPORTING	0.80	\$1,484.00
OTHER MOTIONS/APPLICATIONS	9.00	\$10,033.00
TIME ENTRY REVIEW	5.20	\$0.00
BUDGETING	11.60	\$22,742.00
GENERAL REGULATORY	183.70	\$282,750.50
BAHAMAS MATTERS	145.00	\$260,603.50
FOREIGN DEBTOR MATTERS	285.50	\$443,346.50
COORDINATION WITH FOREIGN PROCEDURES	74.00	\$121,416.00
COORDINATION IN OTHER BANKRUPTCIES	50.30	\$85,349.50
TOTAL	6,561.20	\$9,529,535.50

² The subject matter of certain time entries may be appropriate for more than one project category. In such instances, time entries generally have been included in the most appropriate category. Time entries do not appear in more than one category.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

Disbursement Summary		
Expense Category	Service Provider,³ if Applicable	Amount
Repro - B&W Copies		\$80.70
Repro - Color Copies		\$1,562.20
Telephonic Court Appearance		\$140.00
Delivery/Courier		\$374.92
Local Transportation		\$6,767.92
Travel and Expenses		\$4,233.19
Conference Room Dining		\$7,202.19
Meals - Overtime		\$1,840.00
Filing Fees		\$79,958.80
Trial Transcripts		\$44.40
Outside Professional Services	Page Vault	\$2,849.00
TOTAL		\$105,053.32

³ Sullivan & Cromwell LLP may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**FIRST MONTHLY FEE STATEMENT OF SULLIVAN & CROMWELL LLP AS
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM NOVEMBER 12, 2022 THROUGH AND INCLUDING NOVEMBER 30, 2022**

Sullivan & Cromwell LLP (“S&C”), counsel to FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this first monthly fee statement (this “Monthly Fee Statement”) for compensation for professional services rendered and expenses incurred for the period from November 12, 2022 through and including November 30, 2022 (the “Fee Period”). In support of the Monthly Fee Statement, S&C respectfully states as follows:

Background

1. On November 11 and November 14, 2022,² the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified, the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

² November 11, 2022 is the petition date for all Debtors, except for Debtor West Realm Shires Inc.

properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors' cases (the "Chapter 11 Cases") was authorized by the Court by entry of an order on November 22, 2022 [D.I. 128]. On December 15, 2022, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Committee") pursuant to section 1102 of the Bankruptcy Code [D.I. 231].

2. On January 9, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 435] (the "Interim Compensation Order").

3. On January 20, 2023, the Court entered the *Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* [D.I. 553], authorizing the retention and employment of S&C as the Debtors' counsel, *nunc pro tunc* to November 11, 2022.

Relief Requested

4. By this Monthly Fee Statement and in accordance with the Interim Compensation Order, S&C makes this application for (i) allowance of compensation as an administrative expense of the Debtors' estates in the amount of \$9,529,535.50 for reasonable and necessary professional services rendered, (ii) payment of compensation in the amount of 80% thereof (in the amount of \$7,623,628.41) and (iii) payment of \$105,053.32 for actual and necessary expenses incurred.

a. Compensation Requested

5. The services performed by S&C during the Fee Period represent one of the most complicated, multi-disciplinary exercises by any law firm in any area of law. S&C's work included assistance with:

- the coordination of free-fall filings for 102 companies around the world, the creation of a silo structure to organize and fund the Chapter 11 Cases, the establishment of new corporate governance arrangements for the global group, and the organization of the retention of professionals in dozens of jurisdictions;
- the responses to at least two separate incidents involving the unauthorized transfers of cryptocurrency and the establishment of new digital assets security protocols;
- the commencement of investigation into the scope and nature of customer entitlements on the Petition Date and the first steps to resolving the myriad of novel issues that will be raised in plan formation;
- the identification of critical path items in various corporate workstreams, including tax, intellectual property, asset security, human resources and global regulatory compliance;
- the commencement of processes to review, value and group for the sale of hundreds of venture capital, token and other assets;
- work in connection with preliminary disputes with the Joint Provisional Liquidators in both Australia and The Bahamas; and
- the preparation of ‘first day’ motions and the negotiation of the requested relief with stakeholders, resulting largely in consensual proceedings before the Court despite the complexity of the subject matter of these Chapter 11 Cases and the number of affected stakeholders.

Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by S&C with respect to the Chapter 11 Cases during the Fee Period. This detailed itemization complies with Local Rule 2016-2 in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth (1/10) of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

6. The timekeepers who rendered services related to each category are identified in Exhibit A, along with the number of hours for each individual and the total compensation sought by each category. All services for which S&C requests compensation were

performed for, or on behalf of, the Debtors.

b. Expense Reimbursement

7. S&C incurred out-of-pocket expenses during the Fee Period in the amount of \$105,053.32. Attached hereto as Exhibit B is a description of the expenses actually incurred by S&C in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, which may include, among other things, the following charges: printing, telephonic court appearances, messenger service, transcripts, filing fees, working meals, overtime or weekend travel, travel and other expenses.

8. In November, S&C retained Page Vault Inc., a software services provider that was used to capture and preserve web contents for use as evidence. S&C seeks reimbursement only for the actual expenses charged by such third-party service providers.

9. In accordance with section 330 of the Bankruptcy Code, S&C seeks reimbursement only for the actual cost of such expenses to S&C. S&C submits that all such expenses incurred were customary, necessary and related to the Chapter 11 Cases and, by this Monthly Fee Statement, requests reimbursement of the same.

Valuation of Services

10. Professionals of S&C have expended a total of 6,561.20 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of the professionals providing services to the Debtors for the Fee Period is set forth in Exhibit A. The rates are S&C's normal hourly rates of compensation for work of this character in connection with chapter 11 proceedings. The rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-

bankruptcy engagements. The reasonable value of the services rendered by S&C for the Fee Period as counsel for the Debtors in the Chapter 11 Cases is \$9,529,535.50.

12. S&C believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given the complexities of these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under this title.

Certificate of Compliance and Waiver

14. The undersigned representative of S&C certifies that he has reviewed the requirements of Local Rules 2016-2 and that the Monthly Fee Statement substantially complies with such rule. To the extent that the Monthly Fee Statement does not comply in all respects with the requirements of Local Rule 2016-2, S&C believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice and No Prior Request

15. Notice of this Monthly Fee Statement has been given to the following parties or, in lieu of, to their counsel, if known: (a) the U.S. Trustee; (b) the Official Committee of Unsecured Creditors and (c) all parties required to be given notice in the Interim Compensation Order. S&C submits that no other or further notice is necessary.

16. No prior request for the relief sought in this Monthly Fee Statement has been made to this or any other Court.

WHEREFORE, S&C respectfully requests that the Bankruptcy Court

(i) approve the Monthly Fee Statement and (ii) grant such further relief as is just and proper.

Dated: February 7, 2023
New York, NY

/s/ Andrew G. Dietderich

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